

APPLICANT'S ACCT NO
/

OSCB BCL-803 (Rev. 8-72)
Filing Fee \$36 p. 4 \$25
for each party corporation
in excess of 750
shares of 750
and 8

Articles of Merger -
Business Corporation

88921693

(Line for numbering)

629585
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this DEC 10 day of 1988
Commonwealth of Pennsylvania
Department of State
DEC 11 1988 - 11:59 AM
John J. [Signature]
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 5, 1933 (P. L. 384) (15 P. S. §1903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1. The name of the corporation surviving the merger is:

Colt Industries Inc

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

c/o CT Corporation System, Oliver Building, Mellon Square
(NUMBER) (STREET)
Pittsburgh Pennsylvania 15222
(CITY) (STATE) (ZIP CODE)

☐ The surviving corporation is a foreign corporation incorporated under the laws of _____ and the location of its office registered with such domiciliary jurisdiction is:

(NUMBER) (STREET)

(CITY) (STATE) (ZIP CODE)

The location of its registered office in this Commonwealth is:

(NUMBER) (STREET)
Pennsylvania
(CITY) (STATE) (ZIP CODE)

3. The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

None

The name and the location of the registered office of each other foreign business corporation, not qualified in Pennsylvania and party to the merger are as follows:

Name
Menasco Inc

Registered Office
818 West Seventh Street
Los Angeles, California 90017
C/O CT Corporation System

(PA. - 1883 - 3/12/82)

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4. (Check, and if appropriate, complete one of the following):

- ☐ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State
- ☒ The plan of merger shall be effective on December 31, 1988 at 11:59 P.M.
(DATE) (HOUR)

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows.

NAME OF CORPORATION

MANNER OF ADOPTION

Colt Industries Inc

Adopted by action of the board of directors pursuant to section 902.1 of the Business Corporation Law.

6. (Strike out this paragraph if no foreign corporation is party to the merger.) The plan was authorized, adopted or approved, as the case may be, by the foreign corporation (or each of the foreign corporations) in accordance with the laws of the jurisdiction in which it was formed.

7. The plan of merger is set forth in Exhibit A, attached hereto and made a part hereof.

DEPT. OF STATE
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28GB.DCL-821 (Rev. 4-72)-3

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 15TH day of December, 1988.

By:

Coast Industries Inc.
(NAME OF CORPORATION)
(SIGNATURE)
Anthony J. diBuono
Senior Vice President
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Donald E. O'Keefe
(SIGNATURE)
Donald E. O'Keefe
Assistant Secretary
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

By:

Manasco Inc.
(NAME OF CORPORATION)
(SIGNATURE)
Anthony J. diBuono
Vice President
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Donald E. O'Keefe
(SIGNATURE)
Donald E. O'Keefe
Assistant Secretary
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

EXHIBIT A

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PLAN OF MERGER

MERGING

MENASCO INC
(a California corporation)

INTO

COLT INDUSTRIES INC
(a Pennsylvania corporation)

FIRST: Colt Industries Inc, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania (hereinafter referred to as the "Parent Corporation"), and owning at least 90% of each class of the outstanding shares of stock of Menasco Inc, a corporation organized and existing under the laws of the State of California (hereinafter referred to as the "Subsidiary Corporation"), agree that the Subsidiary Corporation shall be and hereby is merged into the Parent Corporation. The terms and conditions of said merger (hereinafter referred to as the "Merger") and the mode of carrying the same into effect are set forth in this Plan of Merger. The Parent Corporation and the Subsidiary Corporation are herein specified to be the constituent corporations in the Merger and are hereinafter sometimes collectively referred to as the "Constituent Corporations". The Parent Corporation is herein specified to be the surviving corporation in the Merger and is hereinafter sometimes referred to as the "Surviving Corporation".

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SECOND: The Merger shall become effective 11:59 p.m. on December 31, 1988. The particular date and time on which the Merger shall become effective as aforesaid is hereinafter referred to as the "Effective Time of the Merger".

THIRD: The Parent Corporation shall survive the Merger herein contemplated, its corporate name shall continue to be Colt Industries Inc until changed as provided by law, and it shall continue to be governed by the laws of the Commonwealth of Pennsylvania. At the Effective Time of the Merger the separate corporate existence of the Subsidiary Corporation shall cease and the Subsidiary Corporation shall be merged with and into the Parent Corporation as the Surviving Corporation.

FOURTH: The parties to this Plan of Merger are Colt Industries Inc, a corporation organized on March 12, 1976, and existing under the Pennsylvania Business Corporation Law and Menasco Inc, a corporation organized on June 11, 1934, and existing under the laws of the State of California.

FIFTH: No amendment of the Articles of Incorporation of the Parent Corporation will be effected by the Merger. The Articles and by-laws of the Parent Corporation do not require that this Plan of Merger be adopted by the shareholders or by the holders of a particular class of stock of the Parent Corporation. No transfer or issuance of shares of stock by the Parent Corporation to the shareholders of the Subsidiary Corporation will be made in the Merger.

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SIXTH: The designation and number of outstanding shares of each class of stock of the Subsidiary Corporation and the number of shares of each such class owned by the Parent Corporation is as follows:

<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent Corporation</u>
Common Stock, par value \$1 per share	1,000	1,000

SEVENTH: The terms of the Merger are as follows:

(1) At the Effective Time of the Merger the Articles of Incorporation and the by-laws of the Parent Corporation, as in effect at the Effective Time of the Merger, shall continue as the Articles of Incorporation and the by-laws, respectively, of the Surviving Corporation until amended as provided by law, and the directors and the officers of the Parent Corporation at the Effective Time of the Merger shall be the directors and the officers, respectively, of the Surviving Corporation until their respective successors are duly elected or appointed and qualified in the manner provided by the Articles of Incorporation and by-laws of the Surviving Corporation or as otherwise provided by law;

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(2) Each share of Common Stock of the Subsidiary Corporation which is outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of the Parent Corporation, cease to exist;

(3) Each share of Common Stock, par value \$1 per share, of the Parent Corporation outstanding at the Effective Time of the Merger shall remain issued and outstanding as one validly issued, fully paid and nonassessable share of Common Stock, par value \$1 per share, of the Surviving Corporation;

(4) At and after the Effective Time of the Merger, transfer of the shares of Common Stock of the Subsidiary Corporation outstanding prior to the Effective Time of the Merger shall not be made on the stock transfer books of the Subsidiary Corporation, and all certificates for such shares shall forthwith be canceled;

(5) At the Effective Time of the Merger, the Surviving Corporation shall possess all the assets and property of every description, and every interest therein, wherever located, and all the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Constituent Corporations, and all

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obligations belonging to or due either of them, shall be vested in the Surviving Corporation without further act or deed, and title to any real estate or any interest therein in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; and

(6) As of the Effective Time of the Merger the assets and liabilities of the Parent Corporation and the Subsidiary Corporation shall be taken up or continued, as the case may be, on the books of the Surviving Corporation in amounts determined in accordance with generally accepted accounting principles by the Board of Directors of the Surviving Corporation.

EIGHTH: This Agreement of Merger was duly approved by the directors of each of the Parent Corporation and the Subsidiary Corporation.

IN WITNESS WHEREOF, Colt Industries Inc, a Pennsylvania corporation, and Menasco Inc, a California corporation, the corporations which are the parties to this Plan of Merger, pursuant to the authority duly given by their respective Boards of Directors, have caused this Plan of Merger to be executed in their respective corporate names by a Senior Vice President and an Assistant Secretary of Colt Industries Inc and by a Vice President and Assistant Secretary of Menasco Inc and their

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respective corporate seals to be affixed and attested by their
respective Assistant Secretaries as of the 14th day of
December, 1980.

COLT INDUSTRIES INC

By

Anthony J. diBuono
Senior Vice President

Donald E. O'Keefe
Assistant Secretary

(Corporate Seal)

Attest:

Donald E. O'Keefe
Donald E. O'Keefe
Assistant Secretary

MENASCO INC

By

Anthony J. diBuono
Vice President

Donald E. O'Keefe
Donald E. O'Keefe
Assistant Secretary

(Corporate Seal)

Attest:

Donald E. O'Keefe
Donald E. O'Keefe
Assistant Secretary

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Commonwealth of Pennsylvania



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of Article IX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of any one or more domestic corporations, and any one or more foreign corporations into one of such corporations under the provisions of that law; and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by MENASCO INC., a California corporation and COLT INDUSTRIES INC., a Pennsylvania corporation

It is, Therefore, Certified, That from the Articles of Merger filed with the Department of State, it appears that MENASCO INC., the California corporation has been merged into and with COLT INDUSTRIES INC., the Pennsylvania corporation

Therefore, Known Ye, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that COLT INDUSTRIES INC., the Pennsylvania corporation shall be the surviving corporation.

Given

Effective: December 31, 1988 - 11:59 P.M.
under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 19th day of December in the year of our Lord one thousand nine hundred and eighty-eight and of the Commonwealth the two hundred thirteenth.

A handwritten signature in cursive script, appearing to read "James J. Hoyt".

Secretary of the Commonwealth